

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and Poll conducted at the 32<sup>nd</sup> Annual General Meeting of Reliance MediaWorks Limited (the "Company") held on September 30, 2019 at Reliance Studio, Film City Complex, Goregaon (East), Mumbai 400 065.**

**The Chairman of the Annual General Meeting**  
**Reliance MediaWorks Limited**  
Communication Center.  
Film City Complex,  
Goregaon East,  
Mumbai 400 065.

Dear Sir,

1. The Board of Directors of the Company appointed me, Anil Lohia, Chartered Accountant in practice, Partner of M/s. Dayal and Lohia, Chartered Accountants, as a scrutinizer for the purpose of scrutinizing the :

- (i) e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the "Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) as amended; and
- (ii) poll conducted under the provisions of Section 109 of the Act read with Rule 21 of the Rules;

on each of the business contained in the Notice dated August 30, 2019 (the "Notice") of the 32<sup>nd</sup> Annual General Meeting of the Members of Reliance MediaWorks Limited (the "Company") held on September 30, 2019 at Reliance Studio, Film City Complex, Goregaon (East), Mumbai 400 065 (AGM)

- 2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through remote e-voting means and through Poll on the business contained in the Notice of the 32<sup>nd</sup> AGM of the Members of the Company.
- 3. The Company has appointed M/s. Karvy Fintech Private Limited ("Karvy"), the agency authorised under Rule 20 of the Rules, to provide remote e-voting facility to the Members of the Company from 10:00 A.M. on September 26, 2019 to 5:00 P.M. on September 29, 2019.
- 4. My responsibility as a scrutinizer for the voting process (by remote e-voting and Poll at the AGM), was restricted to scrutinize the remote e-voting process and poll at the AGM in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the reports generated from the remote e-voting system provided by Karvy and based on the result of Poll taken at the AGM.

varma chambers, 213, 2nd floor, homji street, next to bnp paribas, off. sir p.m. road, fort, mumbai - 400 001.  
phones : (91-22)49736975 / (91-22)22635352 • e-mail : dayalandlohia@gmail.com  
branch : 401, sheetal enclave, b/h. tangent furniture mall, chincholi bundar, off. link road, malad (w), mumbai 400064





5. Separate Scrutinizer's Reports of even date have been issued on the remote e-voting and on the poll taken at the AGM on the business contained in the Notice to the AGM. I submit a consolidated Scrutinizer's report on the results of voting by remote e-voting and Poll taken at the AGM as under:-

**Item No. 1:-**

Ordinary Resolution to Consider and adopt :

- the audited financial statement of the Company for the financial year ended March 31, 2019, and the reports of the Board of Directors and Auditors thereon, and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	11	31	42	986	184,310,172	184,311,158	99.99996
Against	3	0	3	78	0	78	0.00004
Total	14	31	45	1,064	184,310,172	184,311,236	100.00000
Invalid / Abstained	0	1	1	0	10	10	---

Based on the aforesaid results, Ordinary Resolution No. 1 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 2:-**

Ordinary Resolution to appoint a Director in place of Mr. Satish Kadakia (DIN: 07004001), who retires by rotation and being eligible, offers himself for re-appointment.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	9	31	40	905	184,310,172	184,311,077	99.99991
Against	5	0	5	159	0	159	0.00009
Total	14	31	45	1,064	184,310,172	184,311,236	100.00000
Invalid / Abstained	0	1	1	0	10	10	---

Based on the aforesaid results, Ordinary Resolution No. 2 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.





**Item No. 3:-**

Ordinary Resolution to appoint Ms. Maya Nair as a Director.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	9	31	40	905	184,310,172	184,311,077	99.99991
Against	5	0	5	159	0	159	0.00009
Total	14	31	45	1,064	184,310,172	184,311,236	100.00000
Invalid / Abstained	0	1	1	0	10	10	---

Based on the aforesaid results, Ordinary Resolution No. 3 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.

**Item No. 4:-**

Special Resolution for Private Placement of Non-Convertible Debentures and / or other Debt Securities.

	Number of members			Number of votes contained in			
	Remote e-voting	Poll @ AGM	Total	Remote e-voting	Poll @ AGM	Total	%
In favour	9	31	40	905	184,310,172	184,311,077	99.99991
Against	5	0	5	159	0	159	0.00009
Total	14	31	45	1,064	184,310,172	184,311,236	100.00000
Invalid / Abstained	0	1	1	0	10	10	---

Based on the aforesaid results, Special Resolution No. 4 of the Notice dated August 30, 2019 has been passed by the Members through poll at the AGM and through remote e-voting with requisite majority.





6. In terms of the Notice for the AGM dated August 29, 2018, the Members who had already voted through remote e-voting were not entitled to vote at the AGM. As such, votes, if any, cast by the Members through poll at the meeting who had already voted at remote e-voting were treated as invalid.

Thanking You,

Yours faithfully,



**Anil Lohia**  
Practicing Chartered Accountant  
Membership No. 31626  
Partner  
**Dayal & Lohia**  
Chartered Accountants  
(Firms registration No.102200W)



Place : Mumbai.

Dated : September 30, 2019.

Countersigned by:  
For **Reliance Media Works Limited**



Chairman / Authorised person